MEMORANDUM

November 2, 1999

TO: JOE GEREK / JACK NAPOR

FROM: ERIC PARKINSON

RE: ELVIS DIRECT MAIL PROMOTION / FINANCING CONCEPTS

Gentlemen ~ As discussed previously, Plaza has utilized a portion of our barter ADVERTISING credits from Tradewell to obtain a direct-mail ad offering our ***"ELVIS LOST HOME MOVIES"*** video in the Thanksgiving week edition of NATIONAL ENQUIRER and STAR TABLOIDS.

Attached is a copy of our Fulfillment Services agreement with Ascot Chase, Inc., the company approved by National Enquirer and Tradewell to handle the order processing and fulfillment. Also attached is their request that initial goods be shipped to arrive by NOVEMBER 19, 1999, as well as a Plaza purchase order for an quantity of five-thousand (5,000) units.

Under separate cover, we are sending back to you the BOX-SLEEVE MATCHPRINT that was sent to us for this item. There is a small copy change on the black-plate only that your lab (DISC Graphics?) should be able to readily correct, without requiring another matchprint or approval from Plaza.

Regarding the financing, I have an idea for your consideration. As you know, Plaza is going to attempt to survive over the next few months with income from non-traditional A.R. sources ... such as this direct mail campaign. Our existing A.R. is being reconciled by Joe Shields, and once collected, will go to WRS and other creditors *(with no direct benefit to our now-greatly reduced overhead).*

The value of the initial 5,000 duplication order is $7,250... and I'd estimate the freight *(at UPS-ground rates),* to be about $750, for a total of USD $8,000.

I'd like to instruct Ascot Chase to PAY TO WRS the initial sixteen-thousand (USD $16,000) in Plaza revenues from this promotion. If the sales go over 5,000 units, then I'd like to continue forward with this formula... essentially paying WRS 200% for all ELVIS orders, with the overpayment portion being applied to Plaza's past due balance.

Please let me know if this formula is acceptable for the time being; it can be modified in the near future once the A.R. reconcilliations are completed, and once we have a better gauge of the success of this sort of direct-mail activity.

Thanks — Eric Parkinson

EXHIBIT 3

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